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ACCOUNT NO. : 072100000032

REFERENCE : 914638 7224887

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 160.00

ORDER DATE : November 30, 2000

ORDER TIME : 1:11 PM

ORDER NO. : 914638-005

CUSTOMER NO: 7224887

CUSTOMER: Frederick Woodbridge, Jr., Esq
Pena, Woodbridge & Salazar

200003481812--8

Suite 1100
1101 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: GIRALDO FOODS INTERNATIONAL,
L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
NOV 30 PM 1:40
TALLAHASSEE, FLORIDA

RECEIVED
NOV 30 PM 1:40
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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AND
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11-30

ARTICLES OF ORGANIZATION
GIRALDO FOODS INTERNATIONAL, L.L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is Giraldo Foods International, L.L.C. (the "Company").
2. **Duration.** This limited liability company shall exist perpetually until dissolved in a manner provided by law or as provided in the regulations adopted by the members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Frederick Woodbridge, Jr., Esq., c/o Peña, Woodbridge & Salazar. The street address of the initial registered agent of the Company is 1101 Brickell Ave., Suite 1100, Miami, Florida 33131.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is c/o Peña, Woodbridge & Salazar, 1101 Brickell Ave., Suite 1100, Miami, Florida 33131.
6. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as a function of changes in their capital account balances.
7. **Operating Agreement; Members' Agreement.** At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member or members of this Company (as the case may be; if more than one member, by vote of members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a members agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.
8. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

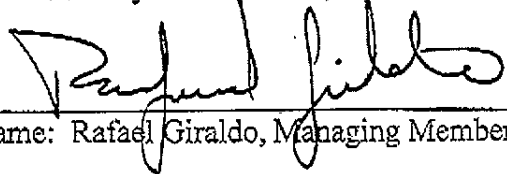
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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9. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by a vote of all the remaining members or otherwise as may be provided in any Members' Agreement.

10. **Certificated Interests.** The members' membership interests in the Company may be evidenced by certificates.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 30th day of November, 2000.

By: 
Name: Rafael Giraldo, Managing Member

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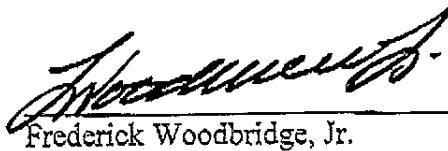
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Giraldo Foods International, L.L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Frederick Woodbridge, Jr., having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S..

DATED this 30th day of November, 2000.


Frederick Woodbridge, Jr.

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